911A#1984 0208 DRG&FI $60.00

C&S-560 (8/90)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

FILED

FEB 08 1991

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Date Received FEB 08 1991

CORPORATION IDENTIFICATION NUMBER 634-465

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN MICHIGAN

For use by Foreign Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Application:

1. The name of the corporation is:

UTDC Corporation ✓

2. (Complete this item only if the corporate name in item 1 is not available for use in Michigan)

The assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business or the conduct of its affairs in Michigan is:

3. It is incorporated under the laws of Delaware. The date of its incorporation is September 11, 1986, and the period of its duration (corporate term) is perpetual.

4.a. The address of the main business or headquarters office of the corporation is:

380 N. Woodward - Suite 212	Birmingham,	Michigan	48009
(Street Address)	(City)	(State)	(ZIP Code)

b. The mailing address if different than above is:

(Street Address)	(City)	(State)	(ZIP Code)

5. The address of its registered office in Michigan is:

380 N. Woodward, Suite 212 (Street Address) Birmingham (City), Michigan 48009 (ZIP Code)

and the name of the resident agent at the registered office is:

ROBERT E. FURNISS

The resident agent is an agent of the corporation upon whom process against the corporation may be served.

6. The specific business or affairs which the corporation is to transact or conduct in Michigan is as follows:

Marketing and sale of urban transportation systems (which are manufactured in Canada)

The corporation is authorized to transact such business or conduct such affairs in the jurisdiction of its incorporation.

7. (To be completed by profit corporations only)

The total authorized shares of the corporation is:

Common Shares 50,000

Preferred Shares

Signed this 7th day of February, 1991

By Robert E Furniss (Signature)

ROBERT E. FURNISS (Type or Print Name) PRESIDENT (Type or Print Title)

C&S-560

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Ms. Deborah L. Chambliss
UTDC Corporation
380 N. Woodward - Suite 212
Birmingham, MI 48009

Name of person or organization remitting fees:

UTDC Corporation

Deborah Chambliss, Off.Mgr

Preparer's name and business telephone number:

Debi Chambliss

(313) 642-6600

INFORMATION AND INSTRUCTIONS

1. The application for certificate of authority to transact business or conduct affairs cannot be filed until this form, or a comparable document, is submitted.

2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.

   Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This document is to be used pursuant to the provisions of chapter 10 of the Act by a foreign corporation for the purpose of obtaining a certificate of authority to transact business or conduct its affairs in this state. If the foreign profit corporation subsequently changes any of the information set forth in the Application for Certificate of Authority, it must file an Amended Application for Certificate of Authority to Transact Business in Michigan (form C&S-562) with the Bureau not later than 30 days after the time a change becomes effective. If a foreign nonprofit corporation amends its articles or is a party to a merger, a certified copy of the amendment or Certificate of Merger must be submitted within 60 days after the effective date.

4. Profit and nonprofit corporations - Attach to this application a certificate stating that the corporation is in good standing under the laws of the jurisdiction of its incorporation; dated no earlier than 30 days prior to the date of receipt in this office. The certificate must be executed by the official of the jurisdiction having custody of corporate records.

5. Nonprofit corporations only — Attach to this application a copy of the articles of incorporation and all amendments thereto certified by the proper officer of the jurisdiction of incorporation.

6. Item 2—-A foreign corporation whose true name is not available for use in Michigan is permitted to apply for a certificate of authority under an assumed name which is available for use. Item 2 of the application for certificate of authority to transact business or conduct affairs in Michigan is to be completed for this purpose only. Corporations may also transact business or conduct affairs under other assumed names by filing separate certificates of assumed name.

7. Item 6 — This item should state only the specific activities or affairs to be conducted in Michigan. An all purpose activities statement is not permitted.

8. The application must be signed in ink by an authorized officer or agent of the corporation.

9. This document is effective on the date indorsed "Filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.

10. FEES: (Make remittance payable to State of Michigan. Include corporation name and CID Number on check or money order)

Profit Corporations		Nonprofit Corporations	
Nonrefundable Fee	$10.00	Filing Fee	$10.00
Minimum Franchise Fee	$50.00	Franchise Fee	$10.00
TOTAL Admittance Fees	$60.00	TOTAL Admittance Fees	$20.00

11. Mail form and fee to: Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division, P.O. Box 30054, 6546 Mercantile Way, Lansing, Michigan 48909, Telephone: (517)334-6302

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MICHIGAN DEPT. OF COMMERCE

State of Delaware

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MICHIGAN DEPT. OF COMMERCE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY UTDC CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * * * * * * * *

FILED

FEB 0 8 1991

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
1835 1793 1970
DELAWARE

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Michael Harkins, Secretary of State

*2947842

AUTHENTICATION:

DATE: 02/06/1991